

EXHIBIT 1

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

ATTORNEYS AND COUNSELLORS AT LAW

101 PARK AVENUE

NEW YORK, NEW YORK 10178-0061

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WRITER'S DIRECT:

TEL.: 212-696-6939

April 3, 2007

VIA EMAIL

Bonnie Steingart, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004-1980

Re: *Magten Asset Management Corp. and Law
Debenture Trust Co. v. NorthWestern Corp.*;
C.A. No. 04-1494-JJF

Dear Bonnie:

Following up on our telephone conversation of today regarding grouping depositions in cities to minimize travel and expense, we discussed the following schedule for the party depositions you have indicated you may be taking and the third parties who have been subpoenaed:

<u>Atlanta</u>	April 12, 2007	Kipp Orme
<u>Minneapolis</u>	April 17, 2007	Merle Lewis
	April 18, 2007	Michael Hanson
	April 19, 2007	Kendall Kliever
	April 20, 2007	Ernie Kindt
<u>Chicago</u>	April 24, 2007	American Appraisal Associates
	April 25, 2007	Gary Drook
<u>Minneapolis</u>	May 1, 2007	Bart Thielbar
	May 2, 2007	Richard Hylland
<u>New York</u>	May 4, 2007	Talton Embry
	Week of May 7	Deloitte & Touche
	Week of May 7	Bank of New York

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
ATTORNEYS AND COUNSELLORS AT LAW

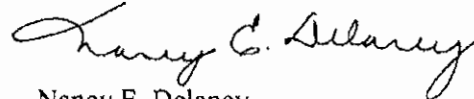
Page 2

Bonnie Steingart, Esq.
April 3, 2007

We did not arrive at a date for Rich Fresia who has been subpoenaed for a deposition on May 1, 2007 in Denver, Colorado. John Brewer or Gary Kaplan will follow up with his attorney.

Let me know as soon as possible if this schedule is firm. I have not had a chance to discuss this proposed schedule with counsel for Mr. Hanson and Mr. Kindt.

Very truly yours,


Nancy E. Delaney

cc: Stanley T. Kaleczyc, Esq.
Kimberly A. Beatty, Esq.

EXHIBIT 2

-----Original Message-----

From: KIM Beatty [mailto:KIM@bkbh.com]
Sent: Thursday, April 05, 2007 6:27 PM
To: ndelaney@cm-p.com; Brewer, John W.
Cc: STAN Kaleczyc; Kaplan, Gary; Steingart, Bonnie; jsnellings@nixonpeabody.com
Subject: RE: Orme Deposition

Counsel:

In light of John Snelling's email of a few days ago indicating he could only attend depositions the week of April 16 "at great expense" and as supplemented by Bonnie's email indicating the names of three witnesses she might not want to depose afterall, we took the initiative to try to come up with a proposal that (1) minimizes the number of depositions to be conducted during the week of April 16 and (2) switch the order of the depositions so that the depositions that John and Bonnie indicated were "key" depositions requiring John's participation could be scheduled during the weeks John was available.

Therefore, after consulting with NorthWestern's counsel as to the available dates for their witnesses, we propose the following schedule:

Atlanta: April 12, 2007 Kip Orme

Chicago: April 18, 2007 American Appraisal (Chicago)
April 19, 2007 Drook (Chicago)

Minn/Denver: April 24, 2007 Hylland
April 25, 2007 Kindt
April 26, 2007 Hanson
April 27, 2007 Friesa (Denver)

New York: May 1, 2007 Deloitte & Touche
May 2, 2007 Bank of New York
May 3, 2007 Talton Embry

Minneapolis: May 8, 2007 Lewis
May 9, 2007 Thielbar
May 10, 2007 Kliever

However, not wanting to suggest a schedule where other witnesses would not be available, we tried to contact counsel for Hylland, Drook, Thielbar, and Lewis to see if they would each be amenable to the switch in deposition dates. Thielbar's counsel agreed to a deposition during the week of May 7; Hylland's counsel is on vacation this week; Drook's counsel has not returned the message left; and Lewis' counsel responded that Lewis was not available at any time between mid-April and the end of May and therefore would only appear on the date set forth in the Subpoena sent by Magten: April 17 in Minneapolis.

Therefore, we are at a loss as to what schedule to propose that will accommodate the needs of all counsel. Mr. Hanson and Mr. Kindt are available only on the dates we have previously suggested (April 18 and 19) and the dates set forth in the above proposal (April 25 and 26). We would like to cluster depositions in appropriate cities to minimize travel which criss-crosses the country. Due to our other trial schedules in May, we cannot push depositions past May 10; and we are not agreeable to conducting multiple depositions in several different cities on the same day. Because time is now running very short and we would all like to finalize the deposition schedule, we await input and suggestions from each of you.

Sincerely,

Kimberly A. Beatty
Browning, Kaleczyc, Berry & Hoven, P.C.

139 North Last Chance Gulch
Helena, MT 59601
phone: (406) 443-6820
fax: (406) 443-6883
email: kim@bkbh.com
web site: www.bkbh.com

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EXHIBIT 3

-----Original Message-----

From: Delaney, Nancy E. [mailto:ndelaney@cm-p.com]
 Sent: Tuesday, April 10, 2007 4:07 PM
 To: Steingart, Bonnie; John V. Snellings Esq. (E-mail); Kaplan, Gary; Brewer, John W.
 Cc: Stanley T. Kaleczyc Esq. (E-mail); Kimberly A. Beatty Esq. (E-mail); Pizzurro, Joseph D.; Bagnato, Jennifer A.
 Subject:

After speaking with counsel for Hanson and Kindt, the following is a proposed deposition schedule:

April 12	Orme	Atlanta
April 17	Lewis	Minneapolis
April 18	Hanson	Minneapolis
April 25	Drook	Chicago
May 1	Embry	NY
May 2	Bank of NY	NY
May 3	Deloitte	NY
May 4	American Appraisal	NY

Bonnie mentioned Lewis may not go forward. If he does not we could put Kindt in on April 17.

Remaining unscheduled are Hylland and Fresia which we understand do not yet have firm dates. We are waiting to hear as to whether you will want Thielbar or a 30(b)(6) witness.

Nancy E. Delaney
 Curtis, Mallet-Prevost, Colt & Mosle LLP
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 New York, NY 10178
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Curtis, Mallet-Prevost, Colt & Mosle LLP (101 Park Avenue, New York, NY 10178)

EXHIBIT 4

-----Original Message-----

From: Steingart, Bonnie

Sent: Tuesday, April 10, 2007 9:05 PM

To: 'Delaney, Nancy E.'; John V. Snellings Esq. (E-mail); Kaplan, Gary; Brewer, John W.

Cc: Stanley T. Kaleczyc Esq. (E-mail); Kimberly A. Beatty Esq. (E-mail); Pizzurro, Joseph D.; Bagnato, Jennifer A.

Subject: RE:

Our comments on your most recently proposed schedule are as follows:

1. We will not be going forward with Lewis on the 17th, and will be contacting his counsel to that effect.

2. We would accept Hanson on the 18th and perhaps Kindt on the 17th, but only in Wilmington (or New York, by mutual agreement), since we will not otherwise be in Minnesota. However, it must be agreed that going forward with those depositions before we have resolution on outstanding disputes such as the hundreds and hundreds of documents you have improperly withheld as privileged (many not privileged in the first instance; others waived by voluntary disclosure to the SEC) will require the depositions to be subsequently resumed if and when we receive those documents.

3. Hylland was subpoenaed for May 2 as a firm date that was acceptable to Mr. Hylland and his counsel. We're not sure where you got the notion that that date was up in the air. We are working on an alternate date for Friesa; April 30 is a possibility.

4. We will check Deloitte and American Appraisal's availability for the dates suggested.

5. Especially given that five depositions may already be occurring during the week beginning 4/30, we cannot do Embry on 5/1. We would suggest Tuesday 5/8.

6. We think it would be helpful to nail down firm dates for that following week for Thielbar and a 30b6 designee.

EXHIBIT 5

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

ATTORNEYS AND COUNSELLORS AT LAW

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WRITER'S DIRECT:

TEL.: 212-696-6196

April 11, 2007

Bonnie Steingart, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004-1980

Re: *Magten Asset Management Corp. and Law*
Debenture Trust Co. v. NorthWestern Corp.;
C.A. No. 04-1494-JJF

Dear Bonnie:

We write as counsel to NorthWestern and on behalf of counsel for Messrs. Hanson and Kindt, in response to your email of last evening. It's unfortunate that we seem to have reached an impasse on some of the scheduling issues for the depositions. However, the problems that have arisen are entirely the fault of Plaintiffs.

John Brewer wrote to Defendants' counsel on March 14 stating that Plaintiffs intended to take the depositions of Messrs. Hanson and Kindt as well as NorthWestern employees Thielbar and Kliewer during the weeks of April 16 and 23 and asked for convenient dates in those two weeks. Subsequently you and I had a conversation where you suggested that those depositions, as well as the depositions of the various non-parties subpoenaed by Plaintiffs, be clustered during those weeks in cities to avoid travel as much as possible. I agreed with that approach and subsequently suggested that, because Plaintiffs had noticed Mr. Lewis in Minneapolis on April 17 that the defendants, as a concession to Plaintiffs, would be willing to bring Messrs. Hanson, Kindt and Kliewer to Minneapolis that same week, and not insist that they be deposed in Sioux Falls, South Dakota. I made it clear that Mr. Hanson's availability that week was limited to the 18th. I proposed that we try to cluster other depositions the following week in Chicago because you had subpoenaed Mr. Drook for April 25 in Chicago. I also suggested that many of the remaining depositions, including Talton Embry, Bank of New York and Deloitte & Touche, could be done the week of April 30 in New York. You were generally agreeable with this approach and told me that you were not sure whether you would be taking the depositions of Mr. Thielbar, Mr. Kliewer or the Bank of New York and asked if we could move those depositions to the end of the schedule. However, last week we were informed for the first time that this schedule would not work because John Snelling was not available for most of the

two weeks you originally suggested and which are the two weeks prior to the close of fact discovery. Since then the deposition scheduling process and your cooperation have gone down hill. All alternative schedules proposed by Defendants' counsel have been met with resistance from your side.

Plaintiffs may take Mr. Hanson's deposition in Sioux Falls, South Dakota, the corporate headquarters of NorthWestern, on April 18 and Mr. Kindt's there as well on April 19. As you are aware, the case law is clear that, regardless of the place of the forum, a corporate defendant is entitled to have its corporate representatives deposed at the corporate headquarters. However, we are still willing to make Mr. Hanson available in Minneapolis on April 18. As I told you earlier, as chief executive officer of NorthWestern he is quite busy these days and has no time to travel to the east coast. Mr. Kindt will also be made available in Minneapolis on April 19. Mr. Snelling's scheduling issue with this latter date should not pose a problem in as much as his client has asserted no claim against Mr. Kindt.

We do not agree that any of the depositions will remain open until the issue of privilege is resolved. The issue of whether documents which may have been produced to the SEC are still subject to a claim of privilege is one in which was raised in correspondence between you and me as early as December, and was mentioned again in front of the Special Master in January. You have had our privilege log now for over two weeks. This issue could have been raised by Plaintiffs in a motion long ago.

Counsel for Messrs. Hanson and Kindt have suggested several dates for Mr. Embry's deposition. Each time, we have all been told that he is not available on the date suggested. As you have previously been informed, Mr. Kaleczyc, lead trial counsel for Messrs. Hanson and Kindt, is not available the weeks of May 7, 14 or 21 due to other trial schedules, and therefore, Mr. Embry's deposition must take place before that time. In a last effort to be cooperative, counsel for Messrs. Hanson and Kindt were prepared to offer to depose Mr. Embry in New York City on either April 23 or April 30 at your election; however, as we were preparing this letter to you, we received John Brewer's email informing us that you have now unilaterally scheduled Mr. Fresia's deposition for April 30. Therefore, Mr. Embry's deposition will be noticed for April 23.

Finally, we must address the other eight witnesses that you have indicated you want to depose, some of whom you have previously noticed for depositions. You have informed us that Mr. Fresia, currently scheduled for May 1 in Denver, is not available that date and therefore must be rescheduled; we now understand that you have unilaterally rescheduled this deposition for April 30, which again is contrary to the notion that we would attempt to cluster depositions in various cities. We are also informed that the American Appraisal witness, to the extent you still want to depose him, is located in New Jersey, and therefore must be rescheduled. Richard Hylland's deposition is currently set for May 2 in Minneapolis, and is set simultaneously with the date for the deposition of the Bank of New York which is scheduled for New York. You have informed us that you will be canceling Mr. Lewis' deposition for April 17, but have not suggested an alternative date or location. You have also informed us that you may want to reschedule the Deloitte & Touche deposition for a later date to allow you time to review their

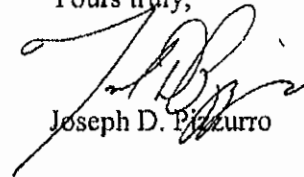
CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
ATTORNEYS AND COUNSELLORS AT LAW

Page 3

Bonnie Steingart, Esq.
April 11, 2007

documents. You have also indicated that you are not sure whether you want to depose Mr. Thielbar or a 30(b)(6) representative of NorthWestern, but that if you do, you want to move them to the end of the schedule. Provided we can work out the scheduling of the above witnesses, we would be willing to extend the close of fact discovery by one week to schedule two depositions during the week of May 6 in Minneapolis.

Yours truly,



Joseph D. Pizzurro

cc: Gary L. Kaplan, Esq.
John W. Brewer, Esq.
Victoria W. Counihan, Esq.
Denise Seastone Kraft, Esq.
Dennis A. Meloro, Esq.
John V. Snellings, Esq.
Dale R. Dubé, Esq.
Stanley T. Kaleczyc, Esq.
Kimberly A. Beatty, Esq.

EXHIBIT 6

-----Original Message-----

From: Brewer, John W. [mailto:BrewerJo@friedfrank.com]
Sent: Wednesday, April 11, 2007 9:19 PM
To: Pizzurro, Joseph D.; Steingart, Bonnie; Kaplan, Gary; Victoria W. Counihan Esq. (E-mail); Denise Seastone Kraft Esq. (E-mail); Dennis A. Meloro Esq. (E-mail); John V. Snellings Esq. (E-mail); Dale Dubè Esq. (E-mail); Stanley T. Kaleczyc Esq. (E-mail); Kimberly A. Beatty Esq. (E-mail)
Cc: Delaney, Nancy E.; Reisman, Steven J.; Bagnato, Jennifer A.
Subject: RE: PDF

Dear Joe:

We will respond to the numerous other points in your letter to Bonnie later, but we need to make two immediate points.

First, we were told in an email by Nancy Delaney at 4 pm yesterday, based on consultation with counsel for Hanson and Kindt, that Kindt could be available on the 17th. The 19th was not mentioned nor was any other witness suggested for that date. In reliance on that email, Bonnie has now scheduled another commitment on the 19th which cannot be moved, in addition to John Snellings' preexisting conflict. Hanson and Kindt transferred the action against them from the District of Montana to the District of Delaware, over our opposition. Having done so (and also considering that it was NorthWestern which selected the forum by choosing for its own self-interest to file its chapter 11 case in Delaware), they cannot refuse to give testimony in Delaware, and we will tomorrow be serving deposition notices for them for the 17th (Kindt) and 18th (Hanson) in Wilmington.

Second, defendants' counsel have been told consistently and repeatedly that Mr. Embry is not available on the 23rd. At no time during the lengthy prior discussions has any date for his deposition during that week been suggested by us. We are, however, willing to revisit making him available during the week beginning April 30.

EXHIBIT 7

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT
CORPORATION,

Plaintiff,

v.

MIKE J. HANSON and ERNIE J. KINDT

Defendants.

Civil Action No. 05-499-JJF

NOTICE OF DEPOSITION OF TALTON EMBRY

TO: TALTON EMBRY, and his attorneys, Bonnie Steingart and John W. Brewer with FRIED, FRANK, HARRIS, SHRIVER & JACOBSON LLP, One New York Plaza, NY 10004-1980 and Dale R. Dubé and Bonnie Glanz Fatell with BLANK ROME LLP, 1201 Market Street, Suite 800, Wilmington, DE 19801.

PLEASE TAKE NOTICE that Defendants, Mike J. Hanson and Ernie J. Kindt, through their attorneys, Browning, Kaleczyc, Berry & Hoven, P.C. and Edwards Angell Palmer & Dodge, LLP, will take the deposition of **TALTON EMBRY**, beginning at **9:30 a.m.**, Eastern Time on April 23, 2007 at the offices of **Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York, NY 10178-0061**. The deposition will be taken before a court reporter authorized to administer oaths and videographer. The examination will continue from day to day until completed. You are invited to attend and examine the deponent.

DATED April 11, 2007

Edwards Angell Palmer & Dodge, LLP

/s/ Denise Seastone Kraft

Denise Seastone Kraft (No. 2778)
919 North Market Street
Wilmington, DE 19801
Telephone: (302) 425-7106

and

Stanley T. Kaleczyc
Kimberly A. Beatty
Browning, Kaleczyc, Berry & Hoven, P.C.
139 North Last Chance Gulch
P.O. Box 1697
Helena, MT 59624
Counsel to Michael J. Hanson and Ernie J.
Kindt

CERTIFICATE OF SERVICE

I, Denise Seastone Kraft, certify that on the 11th day of April, 2007, I caused true and correct copies of the Notice of Deposition of Talton Embry to be served upon the counsel listed below in the manner indicated:

VIA E-MAIL

Dale R. Dubé, Esquire
Mark J. Packel, Esquire
Blank Rome LLP
1201 Market Street, Suite 800
Wilmington, DE 19801

VIA E-MAIL

Bonnie Steingart, Esquire
Gary Kaplan, Esquire
John W. Brewer, Esquire
Fried, Frank, Harris, Shriver & Jacobsen, LLP
One New York Plaza
New York, NY 10004

/s/ Denise Seastone Kraft
Denise Seastone Kraft (No. 2778)

EXHIBIT 8

-----Original Message-----

From: Pizzurro, Joseph D. [mailto:jpizzurro@cm-p.com]
Sent: Wednesday, April 11, 2007 9:26 PM
To: Brewer, John W.; Steingart, Bonnie; Kaplan, Gary; Victoria W. Counihan Esq. (E-mail);
Denise Seastone Kraft Esq. (E-mail); Dennis A. Meloro Esq. (E-mail); John V. Snellings
Esq. (E-mail); Dale Dubè Esq. (E-mail); Stanley T. Kaleczyc Esq. (E-mail); Kimberly A.
Beatty Esq. (E-mail)
Cc: Delaney, Nancy E.; Reisman, Steven J.; Bagnato, Jennifer A.
Subject: RE: PDF

John,
We can discuss the 17th vs. the 19th. We can't discuss Wilmington. When will Embry be
available the week of April 30?

Joseph D. Pizzurro
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, NY 10178
Tel: 212 696 6196
Fax: 212 697 1559
Email: jpizzurro@cm-p.com

EXHIBIT 9

-----Original Message-----

From: Brewer, John W.

Sent: Thursday, April 12, 2007 11:24 AM

To: 'Pizzurro, Joseph D.'; Steingart, Bonnie; Kaplan, Gary; Victoria W. Counihan Esq. (E-mail); Denise Seastone Kraft Esq. (E-mail); Dennis A. Meloro Esq. (E-mail); John V. Snellings Esq. (E-mail); Dale Dubè Esq. (E-mail); Stanley T. Kaleczyc Esq. (E-mail); Kimberly A. Beatty Esq. (E-mail)

Cc: Delaney, Nancy E.; Reisman, Steven J.; Bagnato, Jennifer A.

Subject: RE: PDF

Mr. Embry will be available for deposition on May 4.

EXHIBIT 10

Fried, Frank, Harris, Shriver & Jacobson LLP

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www.friedfrank.com



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April 18, 2007

VIA EMAIL

Joseph Pizzurro
Nancy Delaney
Jennifer A. Bagnato
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, NY 10178

Stanley T. Kaleczyc
Kimberly A. Beatty
Browning, Kaleczyc, Berry & Hoven P.C.
139 North Last Chance Gulch
Helena, MT 59601

Re: Deposition of Talton R. Embry

Dear Counsel:

I am writing with respect to the Notice of Deposition of Talton R. Embry served last Wednesday, April 11 by counsel for Messrs. Hanson and Kindt. Pursuant to the notice, counsel for Messrs. Hanson and Kindt have scheduled Mr. Embry's deposition for Monday, April 23. While there has been much correspondence back and forth regarding deposition scheduling, it was never suggested that Mr. Embry's deposition would be scheduled during the week of April 23. In fact, as we indicated in numerous conversations and correspondence between counsel, Mr. Embry is not available to be deposed on April 23 or any time during that week.

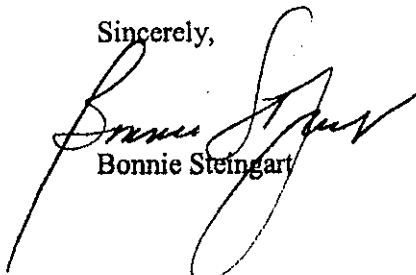
We would like, however, to resolve the date for Mr. Embry's deposition in an amicable fashion. Based on our previous discussions and correspondence, it is understood that we agreed that the deposition of Mr. Embry would go forward during the week of April 30. We had previously suggested May 4, and, as set forth in a letter from Nancy Delaney dated April 3, Ms. Delaney proposed May 4 as the date for Mr. Embry's deposition. Following further back and forth discussions necessitated by the complexity of coordinating all of the various depositions that need to be scheduled, we again confirmed by email on Thursday, April 12 that Mr. Embry could be made available for deposition on May 4. Accordingly, Mr. Embry can be available for deposition on May 4 or, alternatively, at a date during the week of May 7.

Fried, Frank, Harris, Shriver & Jacobson LLP

Given all of this, we would appreciate confirmation from counsel for Messrs. Hanson and Kindt by noon tomorrow, April 19, that they do not seek to go forward on April 23 so that wasteful motion practice will not be necessary.

We are available if you would like to discuss.

Sincerely,


Bonnie Steingart

cc: Gary Kaplan
John W. Brewer
Dale Dube